

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:	)	
	)	Chapter 11
	)	
SBARRO, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 11-11527 (SCC)
	)	
Debtors.	)	Jointly Administered
	)	

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**ORDER (I) AUTHORIZING THE DEBTORS TO (A) PREPARE A  
LIST OF CREDITORS IN LIEU OF A FORMATTED MAILING  
MATRIX, (B) FILE A CONSOLIDATED LIST OF THE DEBTORS' 40  
LARGEST UNSECURED CREDITORS AND (C) MAIL INITIAL NOTICES  
AND (II) APPROVING THE FORM AND MANNER OF NOTIFYING  
CREDITORS OF COMMENCEMENT OF DEBTORS' CHAPTER 11 CASES**

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Upon the motion (the “*Motion*”)<sup>2</sup> of Sbarro, Inc. (“*Sbarro*”) and certain of its affiliates, as debtors and debtors in possession (collectively, the “*Debtors*”), for entry of an order (this “*Order*”) authorizing the Debtors to (a) prepare a consolidated list of creditors in the format or formats currently maintained in the ordinary course of business in lieu of submitting any required mailing matrix, (b) file a consolidated list of the Debtors’ 40 largest unsecured creditors and (c) mail initial notices through their proposed notice and claims agent and approving the form and manner of notifying creditors of commencement of the Debtors’ chapter 11 cases; and upon the First Day Declaration; and this Court having found that this Court has jurisdiction over this

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Sbarro, Inc. (1939); Sbarro Holdings, LLC (3819); Carmela’s of Kirkman Operating, LLC (1182); Carmela’s of Kirkman LLC (7703); Carmela’s, LLC (8088); Corest Management, Inc. (9134); Demefac Leasing Corp. (2379); Larkfield Equipment Corp. (7947); Las Vegas Convention Center LLC (7645); Sbarro America Properties, Inc. (9540); Sbarro America, Inc. (9130); Sbarro Blue Bell Express LLC (1419); Sbarro Commack, Inc. (4007); Sbarro Express LLC (0253); Sbarro New Hyde Park, Inc. (6185); Sbarro of Las Vegas, Inc. (2853); Sbarro of Longwood, LLC (0328); Sbarro of Virginia, Inc. (2309); Sbarro Pennsylvania, Inc. (3530); Sbarro Properties, Inc. (9541); Sbarro Venture, Inc. (3182); Sbarro’s of Texas, Inc. (5139); Umberto at the Source, LLC (8024); Umberto Deer Park, LLC (8728); Umberto Hauppauge, LLC (8245); Umberto Hicksville, LLC (0989); Umberto Huntington, LLC (8890); and Umberto White Plains, LLC (8159). The Debtors’ service address is: 401 Broadhollow Road, Melville, New York 11747.

<sup>2</sup> All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Motion.

matter pursuant to 28 U.S.C. § 1334; and this Court having found that the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. § 1408; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors and other parties in interest; and notice of the Motion appearing adequate and appropriate under the circumstances; and this Court having found that no other or further notice need be provided; and this Court having reviewed the Motion and having heard statements in support of the Motion at a hearing held before this Court (the "**Hearing**"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. The Debtors are authorized to file a consolidated list of their 40 largest unsecured creditors in lieu of each Debtor filing a list of its 40 largest unsecured creditors.
3. In lieu of submitting a formatted mailing matrix, the Debtors shall make available a single, consolidated list of all of the Debtors' creditors in electronic form upon reasonable request by parties in interest.
4. The notice of commencement of these chapter 11 cases (the "**Notice of Commencement**"), substantially in the form attached hereto as **Exhibit A**, is hereby approved.
5. The Debtors, with the assistance of Epiq Bankruptcy Solutions, LLC ("**Epiq**") (upon this Court's authorization to engage Epiq as the Debtors' notice and claims agent), are authorized, but not directed, to undertake all mailings directed by this Court, the United States

Trustee or as required by the Bankruptcy Code, including, without limitation, the Notice of Commencement and any other correspondence that the Debtors may wish to send to creditors.

6. On or before the date that is twenty-one (21) days prior to the date on which the meeting of creditors to be held pursuant to section 341 of the Bankruptcy Code is to be held, the Debtors, with the assistance of Epiq, shall mail the Notice of Commencement to all parties identified on the Debtors' list of creditors.

7. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

8. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such motion and the requirements of the local rules of this Court are satisfied by such notice.

9. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

10. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York  
April 5, 2011

/s/ Shelley C. Chapman  
Shelley C. Chapman  
United States Bankruptcy Judge

**EXHIBIT A**

**Notice of Commencement**

# UNITED STATES BANKRUPTCY COURT, SOUTHERN DISTRICT OF NEW YORK

## Notice of Chapter 11 Bankruptcy Case, Meeting of Creditors, & Deadlines

A chapter 11 bankruptcy case concerning the debtor(s) listed below were filed on April 4, 2011. You may be a creditor of the Debtors. **This notice lists important deadlines.** You may want to consult an attorney to protect your rights. **You are not being sued or forced into bankruptcy.** All documents filed with the Bankruptcy Court, including lists of the Debtors' assets and liabilities, will be available for inspection at the Office of the Clerk of the Bankruptcy Court or by accessing the Bankruptcy Court's website, [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov) as well as (A) by written request to the Debtors' noticing and claims agent, Sbarro, Inc. Claims Processing, c/o Epiq Bankruptcy Solutions, LLC, P.O. Box 4601, Grand Central Station, New York, New York 10163 or (B) by accessing the case website at <http://dm.epiq11.com/sbarro>. Note that you need a PACER password and login to access documents on the Bankruptcy Court's website (a PACER password is obtained by accessing the PACER website, <http://pacer.psc.uscourts.gov>). NOTE: The staff of the Bankruptcy Court Clerk's Office, the United States Trustee, and the Debtors' notice and claims agent cannot give legal advice.

See Reverse Side for Important Explanations

Debtor(s) (name(s) and address) <sup>3</sup>	Case Number	Tax Id number
Sbarro, Inc.	Case No. 11-11527 (SCC)	11-2501939
Carmela's of Kirkman Operating, LLC	Case No. 11-11528 (SCC)	16-1751182
Carmela's of Kirkman LLC	Case No. 11-11529 (SCC)	59-3827703
Carmela's, LLC	Case No. 11-11530 (SCC)	11-3728088
Corest Management, Inc.	Case No. 11-11531 (SCC)	11-3189134
Demefac Leasing Corp.	Case No. 11-11532 (SCC)	11-3342379
Larkfield Equipment Corp.	Case No. 11-11533 (SCC)	11-3117947
Las Vegas Convention Center LLC	Case No. 11-11534 (SCC)	27-1447645
Sbarro America Properties, Inc.	Case No. 11-11535 (SCC)	11-3279540
Sbarro America, Inc.	Case No. 11-11536 (SCC)	11-3189130
Sbarro Blue Bell Express LLC	Case No. 11-11537 (SCC)	03-0601419
Sbarro Commack, Inc.	Case No. 11-11538 (SCC)	11-3044007
Sbarro Express LLC	Case No. 11-11539 (SCC)	56-2550253
Sbarro Holdings, LLC	Case No. 11-11540 (SCC)	20-8343819
Sbarro New Hyde Park, Inc.	Case No. 11-11541 (SCC)	11-3306185
Sbarro of Las Vegas, Inc.	Case No. 11-11542 (SCC)	11-3282853
Sbarro of Longwood, LLC	Case No. 11-11543 (SCC)	43-2060328
Sbarro of Virginia, Inc.	Case No. 11-11544 (SCC)	11-2872309
Sbarro Pennsylvania, Inc.	Case No. 11-11545 (SCC)	11-3463530
Sbarro Properties, Inc.	Case No. 11-11546 (SCC)	11-3279541
Sbarro Venture, Inc.	Case No. 11-11547 (SCC)	11-3273182
Sbarro's of Texas, Inc.	Case No. 11-11548 (SCC)	76-0435139
Umberto at the Source, LLC	Case No. 11-11549 (SCC)	11-3348024
Umberto Deer Park, LLC	Case No. 11-11550 (SCC)	11-3378728
Umberto Hauppauge, LLC	Case No. 11-11551 (SCC)	11-3408245
Umberto Hicksville, LLC	Case No. 11-11552 (SCC)	11-3450989
Umberto Huntington, LLC	Case No. 11-11553 (SCC)	11-3288890
Umberto White Plains, LLC	Case No. 11-11554 (SCC)	11-3348159

All other names used by the Debtor(s) in the last 8 years (include trade names):  
 Sbarro; Sbarro the Italian Eatery; Café Sbarro; Sbarro the Best Italian Choice; Mamma Sbarro; Sbarro Fresh Italian Cooking; La Cucina Di Capri; Carmela's of Brooklyn; Tony and Bruno's; 106-25A Restaurant Inc.; Mama Sbarro Fresh Meadow, LLC; and Mama Sbarro's, LLC

Attorney for Debtor(s) (name and address):

**Edward O. Sassower**  
**Kirkland & Ellis LLP**  
**601 Lexington Avenue**  
**New York, New York 10022**

Telephone number: (212) 446-4800

<sup>3</sup> The service address for each of the above listed debtors is: 401 Broadhollow Road, Melville, New York 11747.

### Meeting of Creditors

Date:        /        /        Time:        (        ) \_ M.        Location:    Office of the United States Trustee  
for the Southern District of New York  
80 Broad Street, 4th Floor  
New York, New York 10004

**Deadline to File a Proof of Claim**  
Notice of deadline will be sent at a later time.

**Deadline to File a Complaint to Determine Dischargeability of Certain Debts:**  
Notice of deadline will be sent at a later time.

### Creditors May Not Take Certain Actions:

In most instances, the filing of the bankruptcy case automatically stays certain collection and other actions against the Debtors and the Debtors' property. Under certain circumstances, the stay may be limited to 30 days or not exist at all, although the Debtors can request the court to extend or impose a stay. If you attempt to collect a debt or take other action in violation of the Bankruptcy Code, you may be penalized. Common examples of prohibited actions by creditors are contacting the Debtors to demand repayment, taking action against the Debtors to collect money owed to creditors or to take property of the Debtors and starting or continuing collection actions, foreclosure actions or repossessions. Consult a lawyer to determine your rights in this case.

#### Address of the Bankruptcy Clerk's Office:

Clerk of the Bankruptcy Court  
One Bowling Green  
New York, New York

Telephone number: 212-668-2870

Hours Open: 8:30 a.m. to 5:00 p.m.

#### For the Court:

Clerk of the Bankruptcy Court:

Date:

#### Filing of Chapter 11 Bankruptcy Case

A bankruptcy case under Chapter 11 of the Bankruptcy Code (title 11, United States Code) has been filed in this court by or against the Debtor(s) listed on the front side, and an order for relief has been entered. Chapter 11 allows the Debtors to reorganize or liquidate pursuant to a plan. A plan is not effective unless confirmed by the court. You may be sent a copy of the plan and a disclosure statement telling you about the plan, and you might have the opportunity to vote on the plan. You will be sent notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the Debtors will remain in possession of the Debtors' property and may continue to operate any business.

#### Legal Advice

The staff of the Bankruptcy Clerk's Office, the Office of the United States Trustee and the Debtors' notice and claims agent cannot give legal advice. Consult a lawyer to determine your rights in this case.

#### Creditors Generally May Not Take Certain Actions

Prohibited collection actions are listed in Bankruptcy Code § 362. Common examples of prohibited actions include contacting the Debtors by telephone, mail, or otherwise to demand repayment; taking actions to collect money or obtain property from the Debtors; repossessing the Debtors' property; and starting or continuing lawsuits or foreclosures. Under certain circumstances, the stay may be limited to 30 days or not exist at all, although the Debtors can request the court to extend or impose a stay.

Meeting of Creditors	A meeting of creditors is scheduled for the date, time, and location listed on the front side. <i>The Debtors' representative must be present at the meeting to be questioned under oath by the trustee and by creditors.</i> Creditors are welcome to attend, but are not required to do so. The meeting may be continued and concluded at a later date without further notice.
Notice	You will not receive notice of all documents filed in these chapter 11 cases. However, parties can obtain a copy of all documents filed electronically with the Court in these cases, including lists of the Debtors' property and debts, by (i) contacting the Clerk of the Court at One Bowling Green, New York, New York 10004-1408; (ii) accessing the Court's website at <a href="http://www.nysb.uscourts.gov">www.nysb.uscourts.gov</a> (note that a PACER <a href="http://www.pacer.psc.uscourts.gov">http://www.pacer.psc.uscourts.gov</a> ) password and login are needed to access documents on the Court's website); or (iii) accessing the Debtors' notice and claims agent's website at <a href="http://dm.epiq11.com/sbarro">http://dm.epiq11.com/sbarro</a> .
Claims	A Proof of Claim is a signed statement describing a creditor's claim. If a Proof of Claim form is not included with this notice, you can obtain one at any bankruptcy clerk's office. You may look at the schedules that have been or will be filed at the bankruptcy clerk's office. If your claim is scheduled and is <i>not</i> listed as disputed, contingent, or unliquidated, it will be allowed in the amount scheduled unless you filed a Proof of Claim or you are sent further notice about the claim. Whether or not your claim is scheduled, you are permitted to file a Proof of Claim. If your claim is not listed at all <i>or</i> if your claim is listed as disputed, contingent, or unliquidated, then you must file a Proof of Claim or you might not be paid any money on your claim and may be unable to vote on a plan. The court has not yet set a deadline to file a Proof of Claim. If a deadline is set, you will be sent another notice. A secured creditor retains rights in its collateral regardless of whether that creditor files a Proof of Claim. Filing a Proof of Claim submits the creditor to the jurisdiction of the bankruptcy court, with consequences a lawyer can explain. For example, a secured creditor who files a Proof of Claim may surrender important nonmonetary rights, including the right to a jury trial.
Discharge of Debts	Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. <i>See</i> Bankruptcy Code § 1141 (d). A discharge means that you may never try to collect the debt from the debtors, except as provided in the plan. If you believe that a debt owed to you is not dischargeable under Bankruptcy Code § 1141 (d) (6) (A), you must start a lawsuit by filing a complaint in the bankruptcy clerk's office by the "Deadline to File a Complaint to Determine Dischargeability of Certain Debts" listed on the front side. The bankruptcy clerk's office must receive the complaint and any required filing fee by that deadline.
Bankruptcy Clerk's Office	Any paper that you file in this bankruptcy case should be filed at the bankruptcy clerk's office at the address listed on the front side. You may inspect all papers filed, including the list of the debtor's property and debts and the list of the property claimed as exempt, at the bankruptcy clerk's office.
Creditor with a Foreign Address	Consult a lawyer familiar with United States bankruptcy law if you have any questions regarding your rights in this case.
Refer To Other Side For Important Deadlines and Notices	